

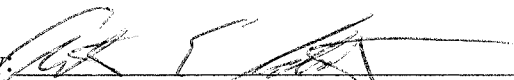
**TOEV MEDICAL CORPORATION**

**NOTICE OF CONSENT OF MAJORITY SHAREHOLDER  
TO ACTION WITHOUT A MEETING  
BY LESS THAN UNANIMOUS WRITTEN CONSENT**

Pursuant to Section 228 of the General Corporation Law of the State of Delaware, Toev Medical Corporation (the "Corporation") hereby notifies you that, in a written consent dated as of August 18, 2003, the holders of a majority of the total number of outstanding shares of Common Stock entitled to vote at a meeting of shareholders of the Corporation elected Arthur Schwartz as the sole director of the Corporation to constitute the entire Board of Directors of the Corporation, and to hold office, subject to the terms and provisions of the Corporation's by-laws, until the next annual meeting of shareholders or until his successor or successors are elected and qualify.

IN WITNESS WHEREOF, the Corporation has caused this Notice to be executed on its behalf on August 18, 2003.

TOEV MEDICAL CORPORATION

By:   
Arthur Schwartz, President